

**UNITED STATES DISTRICT COURT
DISTRICT OF MINNESOTA**

Steven B. Cummings, et al.,

Court File No.:09-CV-00847-RJK-JJK

Plaintiffs,

**AFFIDAVIT OF
BRYAN R. FELDHAUS**

v.

Paramount Partners, LP, et al.,

Defendants.

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

Bryan R. Feldhaus, after being first duly sworn, on oath, states as follows:

1. Affiant is an attorney licensed to practice law in the State of Minnesota and one of the attorneys representing Defendant Charles T. Thompson in the above-entitled matter. The purpose of this Affidavit is to present a complete record to the court concerning the Motion to Dismiss Plaintiffs' Second Amended Complaint brought by Defendant Charles T. Thompson.

2. Attached hereto as Exhibit 1 is a true and correct copy of Paramount Partners, L.P.'s Fourth Amended and Restated Limited Partnership Agreement.

3. Attached hereto as Exhibit 2 is a true and correct copy of Paramount Partners, L.P.'s Confidential Private Placement Memorandum dated June 26, 2005.

4. Attached hereto as Exhibit 3 is a true and correct copy of Paramount Partners, L.P.'s Confidential Private Placement Memorandum dated May 23, 2007.

FURTHER YOUR AFFIANT SAITH NAUGHT.

s/ Bryan R. Feldhaus
Bryan R. Feldhaus

Subscribed and sworn to before me
this 23rd day of October, 2009.

s/Kristen Gaebel
Notary Public
My commission expires 1/31/2012